passed a motion disapproving of a resolution passed at a previous special meeting. *Held*, that a director of a private corporation cannot lawfully be compelled to attend a meeting of the board, and he cannot be trapped into attending against his will; that it was a scheme by the two directors to force a meeting at which they would constitute a majority, because the other two directors were not expecting a meeting; that it was not a lawful meeting of the board of directors. *Trendley* v. *Illinois Traction Co.* (Mo. 1912) 145 S. W. 1.

The general rule is, that when there are no statutory provisions to the contrary, a member of the board of directors is bound to take notice of the time of regular meetings of the board provided for in the by-laws of the company. 3 COOK, CORP., Ed. 6, § 713a; 2 THOMP., CORP., Ed. 2, § 1131; *Gumaer* v. *Cripple Creek, etc. Co.*, 40 Colo. 1, 90 Pac. 81; *Thompson* v. *Williams*, 76 Cal. 153, 9 Am. St. Rep. 187. In the absence of some special provision to the contrary a majority of a board of directors will constitute a quorum, and a majority of such quorum lawfully assembled may transact the business of the corporation. 3 COOK, CORP., § 713 a; *Buell* v. *Buckingham*, 16 Iowa 284, 85 Am. Dec. 516; *Ten Eyck* v. *Pontiac & C. R. Co.*, 74 Mich. 226, 41 N. W. 905, 3 L. R. A. 378, 16 Am. St. Rep. 633; numerous other authorities are cited in 2 THOMP., CORP., Ed. 2, §§ 1150, 1152. Those who are present and help make up the quorum are expected to vote on every question, and their presence is sufficient to make a majority vote of those voting, decisive and binding whether they all vote or not. 2 THOMP., CORP., § 1156; 2 PURDY'S BEACH, CORP., § 698; *Launtz* v. *People*, 113 Ill. 137, 55 Am. Rep. 405; *Buell* v. *Buckingham*, 16 Iowa 284; *State* v. *Green*, 37 Ohio St. 227. In the principal case there were no statutory, charter or other provisions except as stated, therefore in the light of the above principles there seems to be no authority for holding the meeting an unlawful meeting except on the ground of surprise, trick or fraud. The court evidently placed the decision on this ground and while the question has not been ruled upon before under the same or a strictly analagous state of facts, the decision seems to have the support of very good authority. GRANT, CORP., § 204; WILCOX, CORP., §51; *Rex* v. *Gaborian*, 11 East 77; *People* v. *Peck*, 11 Wend. 605; *People* v. *Albany & S. R. Co.*, 55 Barb. 344; *Matter of the Pioneer Paper Co.*, 36 How. 102; 2 PURDY'S BEACH, CORP., § 682. It would be consistent with good reason to hold that it was not necessary for the president to quit his own private business and to leave his office in order to be absent from the meeting, but on this point there seem to have been no rulings.

CORPORATIONS—ELEEMOSYNARY—LIABILITY OF EDUCATIONAL INSTITUTION FOR TORTS.—Infant plaintiff, accompanied by his mother, and at defendant's invitation, visited an archery course on latter's campus. While there he was severely injured by the explosion of a gopher gun set near the course by defendant's janitor, and which was left uncovered, with no notice or other warning of its dangerous character. Action for damages against the president and trustees of the school, the trustee in charge of buildings and grounds, and the janitor. Voluntary non-suit taken as to latter. *Held*, the institution was a

charitable one, and as such was not liable for the negligent acts of its officers or employees, but that these, proceeded against in their individual capacity, might be held. *Hill* v. *President and Trustees of Tualatin Academy and Pacific University, et al.* (Ore. 1912) 121 Pac. 901.

The general question of law here involved was discussed in two notes in a prior volume of this Review, 5 MICH. L. REV. 552, 662. From these it appears that a charitable corporation is not liable for the negligence of its servants, if proper care has been used in selecting and retaining them in employ. See *Gitzhoffen* v. *Sisters of Holy Cross Hospital Ass'n,* 32 Utah 46, 88 Pac. 691. Also 1 CLARK & MARSHALL, PRIV. CORP. § 244, I COOK CORP., Ed. 6 § 15 b., 5 THOMP. CORP., Ed. 2, § 5432. For English rule, and *contra* American rule of *Glavin* v. *Rhode Island Hospital,* 12 R. I. 411, 34 Am. Rep. 675, see *Farrigan* v. *Pevear,* 193 Mass. 147, at p. 150, 78 N. E. 855, 7 L. R. A. (N. S.) 481, 118 Am. St. Rep. 484. Three reasons, in the main, are assigned by the courts to support this doctrine: (1). The inviolable character of the trust funds, *Feoffees of Heriot's Hospital* v. *Ross,* 12 C. & F. 507, *Fire Ins. Patrol* v. *Boyd,* 120 Pa. St. 642, 6 Am. St. Rep. 745, 2 WILG CORP. CAS. 1272, *Downes* v. *Harper Hospital,* 101 Mich. 555, 60 N.W. 42, 25 L. R. A. 602, 45 Am. St. Rep. 427 (2.) sound public policy, which will prevent such an extension of the doctrine of *respondeat superior. Hearns* v. *Waterbury Hospital,* 66 Conn. 98, 33 Atl. 595, 31 L.R.A. 224; (3) the existence either of an express agreement, or of an agreement implied from one's acceptance of the benefits of the charity, to hold the corporation harmless for the acts of its servants in administering the same, per LOWELL J. in *Powers* v. *Mass. Homeop. Hospital,* 109 Fed. 294, 47 C. C. A. 122, 65 L. R. A. 372. This latter reason rests upon an analogy to the assumption of risk doctrine of master and servant law and is limited in its application to cases of torts to beneficiaries of the charity, and cannot extend to those wherein the injured is an employee of defendant institution's contractor. *Bruce* v. *Central Methodist etc. Church,* 147 Mich. 230, 110 N. W. 951. It could obviously not apply to the principal case, and the court in fact relies upon the trust fund theory.

CORPORATIONS — FRAUDULENT ORGANIZATION — CORPORATION A NULLITY. — Plaintiff, defendant and another, seeking to evade certain statutory provisions as to the incorporation and conduct of co-operative companies, obtained a charter to do a general land and realty business, and proceeded thereunder to prosecute a co-operative scheme. Upon relation of the supervisor of building and loan associations, the company was enjoined from carrying on its business, but was not actually dissolved. Plaintiff, before the injunction, had sold his stock in the concern to defendant, taking defendant's note in payment. In a suit upon this note after the injunction had been issued, it was *held* that there had never been legal incorporation and that the stock issued by the pretended corporation was a nullity and did not constitute any consideration for the note. *Todd* v. *Ferguson* (Mo. App. 1912) 144 S. W. 158.

The decision is striking in its terms, and these must, of course, be controlled by the facts of the case. The ordinary question of defective or incomplete organization is not presented, nor is the formal dissolution or